

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOFS OF CLAIM NUMBERS 6698 AND 6699
(LEICESTER DIE & TOOL INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Leicester Die & Tool Inc. ("Leicester") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 6698 And 6699 (Leicester Die & Tool, Inc.) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on May 24, 2006, Leicester filed (i) proof of claim number 6698 against Delphi, asserting an unsecured priority claim in the amount of \$137,048.00 ("Claim No. 6698") and (ii) proof of claim number 6699 against Delphi, asserting an unsecured priority claim in the amount of \$10,248.00 ("Claim No. 6699," together with Claim No. 6698, the "Claims"), with each Claim arising from the sale of automotive parts to the Debtors.

WHEREAS the Debtors objected to the Claims pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, (c) Untimely Claims And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 13, 2007, Leicester filed its Response Re: Delphi Corporation Case No. 05-44481, Objection To The Ninth Omnibus (Docket No. 7295) (the "Response").

WHEREAS on May 25, 2007, to resolve the Ninth Omnibus Claims Objection

with respect to the Claims, Delphi Automotive Systems ("DAS LLC") and Leicester entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim No. 6698 shall be allowed against DAS LLC in the amount of \$137,048.00 and Claim No. 6699 shall be allowed against DAS LLC in the amount of \$10,248.00.

WHEREAS Leicester and DAS LLC acknowledge that they have been given the opportunity to consult with counsel before executing the Settlement Agreement and are executing such Settlement Agreement without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in the Settlement Agreement.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Leicester stipulate and agree as follows:

1. Claim No. 6698 shall be allowed in the amount of \$137,048.00 and Claim No. 6699 shall be allowed in the amount of \$10,248.00, and each of the Claims shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Leicester shall withdraw its Response to the Ninth Omnibus Claims

Objection with prejudice.

So Ordered in New York, New York, this 1st day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Robert T. Laprade

Robert T. Laprade
Leicester Die & Tool Inc.
P.O. Box 156, 1764 Main Street
Leicester, MA 01524

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession